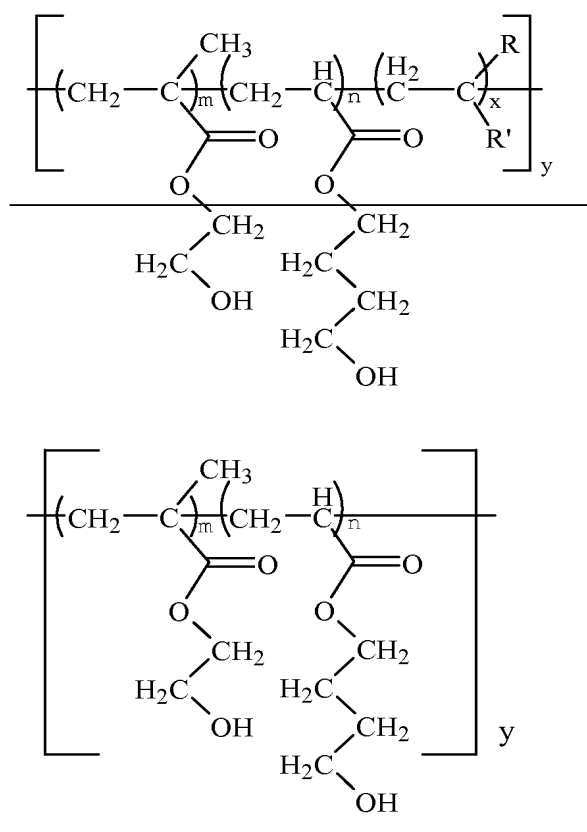


**Amendments to the Claims:**

The following listing of claims will replace any/all prior versions, and listings, of claims in the application, wherein additions are shown in underlined text and deletions are shown in strike-out text:

1. (Currently Amended) A cosmetic composition comprising:
  - a) polymers selected from the group consisting of hydrophilic copolymers and ~~terpolymers~~ having a structure:



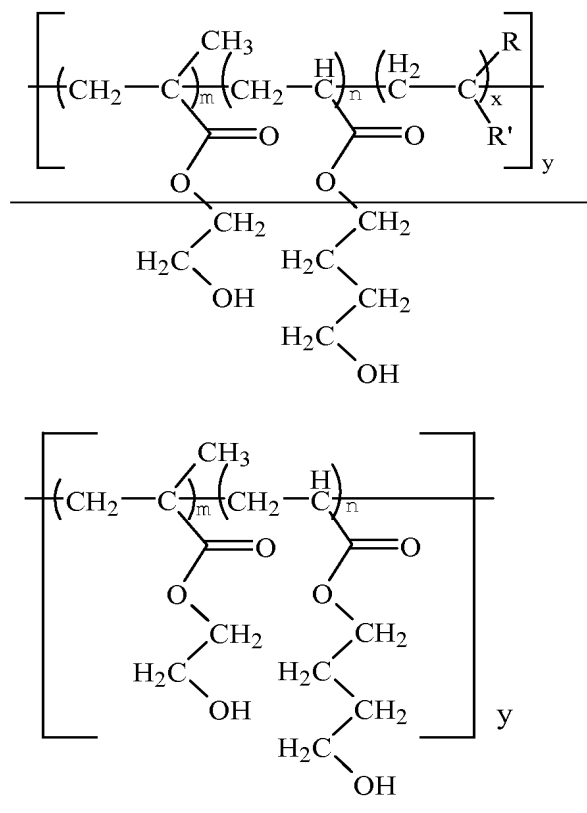
wherein ~~R is CH<sub>3</sub> or H,~~

~~R' is aliphatic, aromatic, carboxy acid, carboxy ester, amide, hydroxyl, or amine,~~

~~m, n, and y, independently, are from about 1 to about 100, and x is from about 0 to 400;~~

- b) glycerols selected from the group consisting of glycerol, glycerol ethers, glycerol esters, and mixtures thereof; and
  - c) a polar volatile solvent.

2. (Original) The cosmetic composition of claim 1 wherein the polymer is a hydrophilic copolymer.
3. (Original) The cosmetic composition of claim 2 wherein the hydrophilic copolymer is poly(2-hydroxyethyl methacrylate-co-4-hydroxybutyl acrylate).
4. (Original) The cosmetic composition of claim 3 wherein the hydrophilic copolymer is present at a level of from about 1% to about 50%.
5. (Previously presented) The cosmetic composition of claim 3 wherein 2-hydroxyethyl methacrylate/4-hydroxybutyl acrylate ratio is from about 0.7:1 to about 4:1 and a glass transition is from about 5°C to about 55°C.
6. (Original) The cosmetic composition of claim 1 further comprising a polymeric thickener.
7. (Previously presented) The cosmetic composition of claim 6 wherein the polymeric thickener is a cationic polyacrylate.
8. (Previously presented) The cosmetic composition of claim 1 wherein the glycerol is a glyceryl ether.
9. (Original) The cosmetic composition of claim 1 wherein the polar volatile solvent is a mixture of water and ethanol.
10. (Original) The cosmetic composition of claim 9 comprising about 70% water.
11. (Original) A lip product comprising the composition of claim 1 having a viscosity of from about 500cP to about 15,000cP at room temperature.
12. (Canceled).
13. (Canceled).
14. (Canceled).
15. (Canceled).
16. (Currently Amended) A lip cosmetic kit comprising:
  - (I) a cosmetic composition comprising:
    - a) polymers selected from the group consisting of hydrophilic copolymers and ~~terpolymers~~ having a structure:



wherein R is CH<sub>3</sub> or H,

R' is ~~aliphatic, aromatic, carboxy acid, carboxy ester, amide, hydroxyl, or amine,~~

m, n, and y, independently, are from about 1 to about 100, ~~and x is from about 0 to 100;~~

b) glycerols selected from the group consisting of glycerol, glycerol ethers, glycerol esters, and mixtures thereof; and

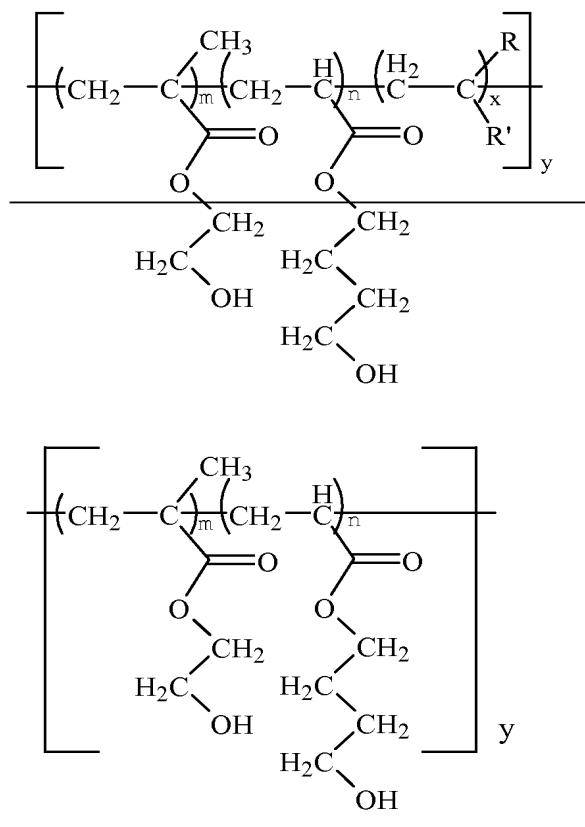
c) a polar volatile solvent; and

(II) a complementary product comprising a topcoat composition that comprises a safe and effective amount of a polymeric vegetable oil emollient.

17. (Currently Amended) A lip cosmetic kit comprising:

(I) a cosmetic composition comprising:

a) polymers selected from the group consisting of hydrophilic copolymers ~~and terpolymers~~ having a structure:



wherein ~~R is CH<sub>3</sub> or H,~~

~~R' is aliphatic, aromatic, carboxy acid, carboxy ester, amide, hydroxyl, or amine,~~

~~m, n, and y, independently, are from about 1 to about 100, and x is from about 0 to 100;~~

b) glycerols selected form the group consisting of glycerol, glycerol ethers, glycerol esters, and mixtures thereof; and

c) a polar volatile solvent; and

(II) a complementary product comprising a topcoat composition that comprises a safe and effective amount of silicone modified fluorinated polymers.

**18.** (Currently Amended) The cosmetic composition of claim **1** wherein the ~~glycol~~ glycerol ether comprises an ethoxylated ~~glycol~~ glycerol.

**19.** (Currently Amended) The cosmetic composition of claim **18** wherein the ethoxylated ~~glycol~~ glycerol comprises glycereth G-26, glycereth G-7, or a mixture thereof.

**20.** (Previously presented) The cosmetic composition of claim 1 wherein the polar volatile solvent is selected from the group consisting of water, ethyl alcohol, isopropyl alcohol, butyl alcohol, and mixtures thereof.

**21.** (Previously presented) The cosmetic composition of claim 1 further comprising a pigment selected from the group consisting of an aluminum lake, a barium lake, a calcium lake, an iron oxide, a titanium oxide, a titanated mica, and mixtures thereof.

**22.** (Previously presented) The cosmetic composition of claim 1 comprising:

(a) about 10% to about 30% of a poly (2-hydroxyethyl methacrylate-co-4-hydroxybutyl acrylate);

(b) a glycerol ether; and

(c) a polar volatile solvent selected from the group consisting of water, ethyl alcohol, isopropyl alcohol, butyl alcohol, and mixtures thereof.

**23.** (Previously presented) The cosmetic composition of claim 16 wherein the polymeric vegetable oil emollient comprises a sucrose polyester.

**24.** (Previously presented) The cosmetic composition of claim 17 further comprising a modified silicone selected from the group consisting of an aminosilicone, a carboxy modified silicone, an epoxy modified silicone, and mixtures thereof.